

EXHIBIT C

July 10, 2007

**VIA FACSIMILE
AND OVERNIGHT COURIER**

GigaBeam Corporation
470 Springpark Place, Suite 900
Herndon, VA 20170
Facsimile: (571) 283-6203
Attention: General Counsel

cc: Board of Directors

Re: Notice of Redemption

Ladies and Gentlemen:

Reference is hereby made to the shares of Series B Convertible Preferred Stock, par value \$0.001 per share (“Preferred Stock”), of GigaBeam Corporation (the “Company”) issued November 7, 2005 to Portside Growth and Opportunity Fund (“Portside”), as successor in interest to Omicron Master Trust, pursuant to the Securities Purchase Agreement, dated as of November 7, 2005, by and among the Company, Portside, as a purchaser, and the other purchasers named therein (the “Securities Purchase Agreement”). The terms of the Preferred Stock are set forth in the Certificate of Designation of Preferences, Rights and Limitations of Series B Convertible Preferred Stock (the “Series B Certificate of Designation”). Capitalized terms used but not defined herein have the meanings given to those terms in the Series B Certificate of Designation.

On April 25, 2007, the Company notified Portside that the effectiveness of the Conversion Shares Registration Statement had been suspended by the Securities and Exchange Commission. To our knowledge, such suspension is still in effect as of the date hereof.

Under Section 9(a)(ii) of the Series B Certificate of Designation, a Triggering Event occurs if

during the Effectiveness Period, the effectiveness of the Conversion Shares Registration Statement lapses for any reason for more than an aggregate of 60 calendar days (which need not be consecutive days) during any 12 month period.



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or the Holder shall not be permitted to resell Registrable Securities under the Conversion Shares Registration Statement for more than an aggregate of 60 calendar days (which need not be consecutive days) during any 12 month period.

The suspension of the effectiveness of the Conversion Shares Registration Statement for more than 60 calendar days during the previous three months constitutes a Triggering Event. Accordingly, Portside is hereby delivering this notice of redemption, as permitted under Section 9(b) of the Series B Certificate of Designation, to provide notice to the Company that Portside is hereby requiring the Company to redeem all of the Preferred Stock held by Portside for a redemption price, in shares of Common Stock, equal to a number of shares of Common Stock equal to the Triggering Redemption Amount divided by 75% of the average of the 10 VWAPs immediately prior to the date hereof.

The Triggering Redemption Amount for each share of Preferred Stock shall be equal to the sum of (i) 130% of the Stated Value, (ii) all accrued but unpaid dividends thereon and (iii) all liquidated damages and other amounts due in respect of the Preferred Stock. For the avoidance of doubt, the Triggering Redemption Amount shall be based on, as of the date of actual payment by the Company, any additional unpaid dividends and late charges that have accrued from the date hereof through such actual payment date.

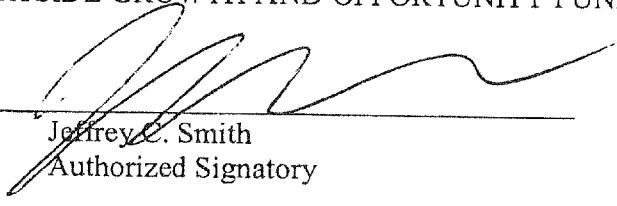
As of the date hereof, the aggregate Triggering Redemption Amount for the 342 shares of Preferred Stock held by Portside is \$451,486.26, entitling Portside to receive 166,532 shares of Common Stock. If such shares are not issued to Portside within five Trading Days of the date hereof, the Triggering Redemption Amount shall, pursuant to Section 9(b) of the Series B Certificate of Designation, accrue interest at a rate of 18% per annum (or such lesser amount permitted by applicable law) until the Triggering Redemption Amount, plus all such interest thereon, is paid in full.

The Company is hereby instructed to send immediately the certificates representing the shares of Common Stock to Portside's prime broker set forth in Exhibit A to this letter. Also please fax a copy of the certificates to Portside at (212) 201-4802, Attn: Jeff Smith.

We hereby reserve all rights available to us under the Series B Certificate of Designation, the Securities Purchase Agreement and any other document entered into in connection with the foregoing.

Sincerely,

PORTSIDE GROWTH AND OPPORTUNITY FUND

By: 

Jeffrey C. Smith
Authorized Signatory

EXHIBIT A

Prime Broker for Delivery of Common Stock

David Larrauri
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Prime Brokerage
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